

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018
AUTHORIZING DEBTORS TO FILE APPLICATION
MAINTENANCE AND SUPPORT AGREEMENTS UNDER SEAL

("APPLICATION MAINTENANCE UNDER SEAL ORDER")

Upon the ex parte application, dated March 27, 2007 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Under Seal Application Maintenance And Support Agreements; and it appearing that pursuant to Fed. R. Bankr. P. 9018, no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, the Debtors are authorized to file (i) the agreement between Computer Sciences Corporation ("CSC") and

Delphi (the "CSC Agreement") and (ii) the first amendment to the September 20, 2006 Master Service Agreement by and between Electronic Data Systems Corporation and EDS Information Services, L.C.C. (collectively with Electronic Data Systems Corporation, "EDS") and Delphi (together with the CSC Agreement, the "Application Maintenance Agreements") under seal as exhibits to a motion for approval of such agreements that the Debtors intend to file.

3. The Application Maintenance Agreements (and any information derived from the Application Maintenance Agreements) shall remain confidential, be filed under seal, and shall be served on and made available only to (i) the United States Trustee for the Southern District of New York, (ii) counsel to the Official Committee of Unsecured Creditors, and (iii) such other parties as ordered by this Court or as agreed to in writing by the Debtors, CSC, and EDS.

4. Except as otherwise agreed to by the Debtors, CSC, and EDS, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Application Maintenance Agreements shall be filed under seal and served only on those parties authorized to receive the Application Maintenance Agreements, as provided for in paragraph 3 of this Order.

5. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Application is hereby waived.

6. This Court retains jurisdiction to enforce this Order and the confidentiality of the Application Maintenance Agreements and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this Order.

Dated: New York, New York
March __, 2007

UNITED STATES BANKRUPTCY JUDGE